

TENNESSEE REGULATORY AUTHORITY

Sara Kyle, Chairman
Lynn Greer, Director
Melvin Malone, Director



REC'D TN
REGULATORY AUTH.

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

02 JAN 29 PM 1 51

January 29 2002

OFFICE OF THE
EXECUTIVE SECRETARY

David Waddell, Esq.
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Hand delivered

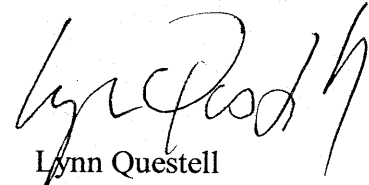
Re: Show Cause Proceeding Against Talk.com, Inc.
Docket No. 01-00216

Dear David:

Enclosed is the Consumer Service Division's Affidavits relating to its Responses and Objections to Talk.com's First Set of Interrogatories and First Set of Requests for Production. Please accept the same for filing. If you have any questions, please do not hesitate to contact me.

With kindest regards, I am

Sincerely yours,



Lynn Questell

Cc/ Henry Walker

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

'02 JAN 29 PM 1 51

OFFICE OF THE
EXECUTIVE SECRETARY

IN RE:

SHOW CAUSE PROCEEDING
AGAINST TALK.COM, INC.


DOCKET NO.
01-00216

AFFIDAVIT OF RANDAL GILLIAM

Pursuant to Authority Rule 1220-1-2-.11(5)(b), I, Randal Gilliam, Counsel for the Consumer Services Division of the Tennessee Regulatory Authority in the above – captioned case, being duly sworn, hereby attests as follows:

1. I have read the discovery responses to the discovery requests of Talk.com filed on behalf of the Consumer Services Division.
2. All statements contained therein are true and correct to the best of my personal knowledge.

FURTHER AFFIANT SAYETH NOT


Randall Gilliam

State of Tennessee
County of Davidson

Subscribed and sworn to before me this 29th
day of January, 2002



Notary Public

My Commission Expires: November 24, 2005

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

REC'D IN
REGULATORY AUTH.
*02 JAN 29 PM 1 51

IN RE:

SHOW CAUSE PROCEEDING
AGAINST TALK.COM, INC.

OFFICE OF THE
EXECUTIVE SECRETARY

DOCKET NO.
01-00216

AFFIDAVIT OF LYNN QUESTELL

Pursuant to Authority Rule 1220-1-2-.11(5)(b), I, Lynn Questell, Counsel for the Consumer Services Division of the Tennessee Regulatory Authority in the above – captioned case, being duly sworn, hereby attests as follows:

1. I have read the discovery responses to the discovery requests of Talk.com filed on behalf of the Consumer Services Division.

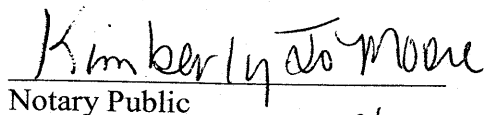
2. All statements contained therein are true and correct to the best of my personal knowledge.

FURTHER AFFIANT SAYETH NOT


Lynn Questell

State of Tennessee
County of Davidson

Subscribed and sworn to before me this 29th
day of January, 2002

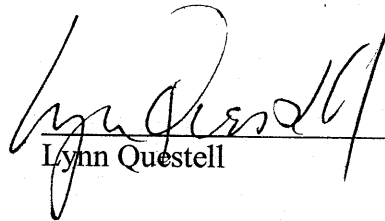

Notary Public

My Commission Expires: November 24, 2005

CERTIFICATE OF SERVICE

I, Lynn Questell, hereby certify that I have served a copy of the foregoing Affidavits filed on behalf of the Consumer Services Division of the Tennessee Regulatory Authority on the following person by hand delivery or by depositing a copy of the same in the United States Mail, postage prepaid, addressed to them at the addresses shown below, this 29th day of January, 2002:

Henry Walker
Boult, Cummings, Conners & Berry PLC
414 Union Street, Suite 1600
Nashville, TN 37219-8062



Lynn Questell